

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

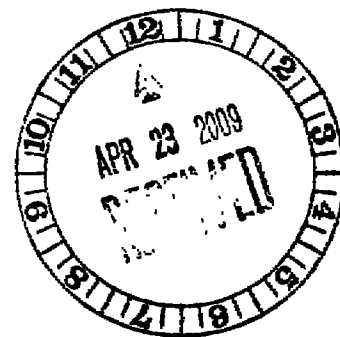
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RECORDATION NO. 27138-A FILED

APR 23 09

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SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 21, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Assignment of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Assignment of Lease, dated April 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27138.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Iroquois Bio-Energy Company, LLC
2530 N. McKinley Ave.
Rensselaer, IN 47978

A description of the railroad equipment covered by the enclosed document is for seventy (70) 6352 cu. ft. capacity: covered hopper cars previously marked TH X which are being remarked to NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Amendment to Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter

Sincerely,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

(IRB1001)

ASSIGN.: IRBJ001

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SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of April, 2009, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, (the "Lessor"), as successor in interest to Trinity Rail Leasing Trust II and Trinity Industries Leasing Company, and IROQUOIS BIO ENERGY COMPANY, LLC (the "Lessee").

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Car Lease Agreement and Rider One (1) both dated as of November 8, 2006 (together, the "Lease"), as assigned, amended, modified, supplemented and/or replaced from time to time, covering the railcars listed on Schedule 1 attached hereto (the "Equipment") pursuant to a Memorandum of Assignment of Lease filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on August 31, 2007 at 12:45 p.m. under Recordation Number 27138; and

WHEREAS, the Equipment subject to the Lease has been remarked and renumbered

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

SCHEDULE 1 to the Assignment and the Lease is hereby deleted in its entirety and replaced with the attached revised SCHEDULE 1; and

Except as amended hereby, the terms and conditions of such Assignment and Lease remain in full force and effect; and

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

[The remainder of this page has been intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulskey
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: _____
Title: VICE PRESIDENT
Executed on this 9th day of April, 2009

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Amendment to Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 9th day of April, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

IROQUOIS BIO ENERGY COMPANY, LLC

ATTEST:

By: Darlene R. Hopp
Name: Darlene R. Hopp
Title: Admin Asst

By: K.A. Gibson
Name: Keith A. Gibson
Title: General Manager

Executed on this 1 day of APRIL, 2009.

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF JASPER

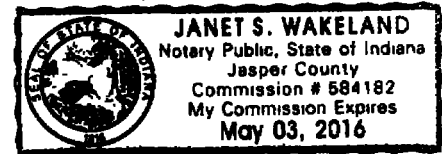
I, JANET S. WAKELAND, a Notary Public of the County and State aforesaid, certify that KEITH A. GIBSON personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 1 day of APRIL, 2009.

Janet S. Wakeland
Notary Public

My Commission Expires:

May 3, 2016
(Notary Public)



SCHEDULE 1 – AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE

NUMBER OF CARS: Seventy (70)

DESCRIPTION OF CARS. 6352 cu. ft. covered hopper cars

CAR NUMBERS: See conversion list below:

CAR COUNT	CURRENT CAR MARK/NUMBER	PREVIOUS CAR MARK/NUMBER
1	NDYX 863330	TILX 637783
2	NDYX 863331	TILX 637784
3	NDYX 863332	TILX 637785
4	NDYX 863333	TILX 637786
5	NDYX 863334	TILX 637787
6	NDYX 863335	TILX 637788
7	NDYX 863336	TILX 637789
8	NDYX 863338	TILX 637791
9	NDYX 863339	TILX 637792
10	NDYX 863340	TILX 637793
11	NDYX 863341	TILX 637794
12	NDYX 863342	TILX 637795
13	NDYX 863343	TILX 637796
14	NDYX 863344	TILX 637797
15	NDYX 863345	TILX 637798
16	NDYX 863346	TILX 637799
17	NDYX 863347	TILX 637800
18	NDYX 863348	TILX 637801
19	NDYX 863349	TILX 637802
20	NDYX 863350	TILX 637803
21	NDYX 863352	TILX 637805
22	NDYX 863353	TILX 637806
23	NDYX 863355	TILX 637808
24	NDYX 863356	TILX 637809
25	NDYX 863357	TILX 637810
26	NDYX 863358	TILX 637811
27	NDYX 863359	TILX 637812
28	NDYX 863360	TILX 637813
29	NDYX 863362	TILX 637815
30	NDYX 863363	TILX 637816
31	NDYX 863364	TILX 637817
32	NDYX 863365	TILX 637818
33	NDYX 863366	TILX 637819
34	NDYX 863367	TILX 637820
35	NDYX 863368	TILX 637821
36	NDYX 863369	TILX 637822
37	NDYX 863370	TILX 637823
38	NDYX 863371	TILX 637824
39	NDYX 863372	TILX 637825

SCHEDULE 1 – AMENDMENT TO MEMORANDUM OF ASSIGNMENT OF LEASE

40	NDYX	863374	TILX	637827
41	NDYX	863375	TILX	637828
42	NDYX	863376	TILX	637829
43	NDYX	863378	TILX	637831
44	NDYX	863379	TILX	637832
45	NDYX	863381	TILX	637834
46	NDYX	863382	TILX	637835
47	NDYX	863383	TILX	637836
48	NDYX	863385	TILX	637838
49	NDYX	863386	TILX	637839
50	NDYX	863387	TILX	637840
51	NDYX	863388	TILX	637841
52	NDYX	863389	TILX	637842
53	NDYX	863390	TILX	637843
54	NDYX	863391	TILX	637844
55	NDYX	863392	TILX	637845
56	NDYX	863393	TILX	637846
57	NDYX	863394	TILX	637847
58	NDYX	863396	TILX	637849
59	NDYX	863397	TILX	637850
60	NDYX	863398	TILX	637851
61	NDYX	863337	TILX	637790
62	NDYX	863351	TILX	637804
63	NDYX	863354	TILX	637807
64	NDYX	863361	TILX	637814
65	NDYX	863373	TILX	637826
66	NDYX	863377	TILX	637830
67	NDYX	863380	TILX	637833
68	NDYX	863384	TILX	637837
69	NDYX	863395	TILX	637848
70	NDYX	863399	TILX	637852